

**AMENDED AND RESTATED  
BYLAWS  
OF WILLIS ISD EDUCATION FOUNDATION**

These Amended and Restated Bylaws (“Bylaws”) restate, amend, and supersede the bylaws of the **Willis ISD** Education Foundation as previously amended in their entirety as described below:

**ARTICLE I – NAME, PURPOSE, OFFICE**

- Section 1. **Name.** The **Willis ISD** Education Foundation (the “Foundation”) is a nonprofit corporation organized under the Texas Business Organizations Code (hereinafter called the “Act”).
- Section 2. **Purpose.** The Foundation is organized and will be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Foundation operates for the benefit of the **Willis** Independent School District (“WISD”).
- Section 3. **Registered Office.** The Foundation shall maintain in the State of Texas a registered office as required by the Act and the appropriate filings with the Secretary of State and Comptroller of Public Accounts shall also be maintained. The registered office shall be **612 N. Campbell St., Willis, TX 77378**. The Foundation may, by resolution of its Board of Directors (“BOD”), change the location of its registered office to any other place within the boundaries of WISD.

**ARTICLE II – BOARD OF DIRECTORS**

- Section 1. **General Powers.** The business and affairs of the Foundation shall be managed and governed by its BOD, who may exercise all such powers and do all such lawful acts as permitted by statute or by the Articles of Incorporation or by these Bylaws.
- Section 2. **Number and Term.** The number of Directors, excluding ex officio Directors, shall be fixed from time to time by a majority vote of the BOD; provided, however, the number of Directors shall be no less than five (5). All elected Directors shall hold office until the annual meeting during the second quarter, three (3) years following his or her election and until a successor is elected, or until his or her death, resignation, or removal. The following two persons may be ex officio Directors of the Foundation with no voting rights: (i) the Superintendent of WISD and (ii) one member of the WISD Board of Trustees (“Trustees”) as designated by the Trustees from time to time. Director terms shall be staggered with approximately one-third of the Director positions to expire each year. Directors may be re-elected to two successive terms. A Director who is elected to fill the vacancy of a Director’s unexpired term shall be considered to have served one three-year term at the expiration of that unexpired term. Terms begin January 1 and end December 31.

- Section 3. **Compensation.** The BOD may not compensate Directors for their services as Directors. The Foundation may reimburse Directors for actual expenses incurred related to legitimate Foundation business, including travel. The Foundation may also pay Directors for actual services rendered to the Foundation in the Director's usual occupation if said Director is retained by vote of the BOD.
- Section 4. **Election of Directors.** The Nominating Committee, comprised of the Executive Officers, shall provide each Director with a list of recommended Directors prior to the annual meeting. The slate of proposed Directors shall be presented for a vote at the annual meeting. Directors shall be elected by a majority vote of the Directors then in office.
- Section 5. **Quorum.** A majority of the Directors of the Foundation, in person or participating by electronic means, shall constitute a quorum for the transaction of business at any meeting of the BOD. Each Director, except ex officio directors, shall have one vote. The act of the majority of Directors present in person or by electronic means at a meeting at which a quorum is present shall be deemed to be the act of the BOD, unless the act of a greater number is required by these Bylaws. Ex officio Directors shall not be counted in determining a quorum or in calculating a required vote by the BOD.
- Section 6. **Proxies.** Proxies shall not be allowed.
- Section 7. **Removal.** Any Director may be removed at any time with or without cause by the affirmative vote of two-thirds of the Directors present at a regular or special meeting at which a quorum is present.
- Section 8. **Resignation.** Any Director may resign at any time by giving written notice of resignation to the BOD, to the President, or to the Secretary of the Foundation. Any such resignation shall take effect at the time specified therein and the acceptance of such resignation shall not be necessary to make it effective.
- Section 9. **Vacancies.** Any Director vacancy may be filled by the affirmative vote of a majority of the remaining Directors, regardless of whether that majority is less than a quorum. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

### ARTICLE III - MEETINGS OF DIRECTORS

- Section 1. **Annual and Regular Meetings.** An annual meeting of the BOD shall be held in the second quarter of each calendar year at such place and time as the BOD may designate. Election of Officers and Directors as well as other usual business shall be considered. In addition, regular meetings shall be conducted as determined by the BOD.

- Section 2. ***Special Meetings.*** Special meetings of the BOD may be called by request of the President or any three (3) Directors.
- Section 3. ***Attendance.*** Meeting attendance is required for Directors. In the event a Director misses three (3) or more consecutive meetings, or 50 percent of the meetings in a calendar year, the BOD may, if deemed appropriate, remove that Director.
- Section 4. ***Action of BOD by Consent.*** Any action required by the Act to be taken at a meeting of the BOD or any action that may be taken at a meeting of the BOD may be taken without a meeting if consent in writing, setting forth the action to be taken, is signed by the number of required Directors necessary to pass such action at a meeting of the BOD, as if all Directors were in attendance. The writing must include the date of each Director's signature and may be evidenced by letter, memo or e-mail and the separate writing, response or other action of each Director may be taken as one writing for the purposes of obtaining the consent required by this provision. Prompt notice of any action taken under this Section must be provided to each Director who did not consent in writing to the action.

#### ARTICLE IV - OFFICERS

- Section 1. ***Officers.*** The Officers of the Foundation, also known as the Executive Officers, shall consist of a President, Executive Vice President, Vice President of Marketing and Events, Vice President of Finance, Secretary and Past President, plus other positions created as needed. Any two or more offices may be held by the same person, except that of the President and the Secretary, but no Officer may act in more than one capacity where action of two or more Officers is required.
- Section 2. ***Election and Term.*** The Nominating Committee shall provide each Director with a list of recommended Officers prior to the annual meeting. The slate of proposed Officers shall be presented for a vote at the annual meeting. Officers shall be elected by a majority vote of the Directors. Each Officer shall hold office for one (1) year or until a successor shall be qualified and elected. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the BOD for the unexpired portion of the term. Officers may be re-elected to their position.
- Section 3. ***Removal.*** Any Officer may be removed at any time with or without cause by the affirmative vote of two-thirds of the BOD.

- Section 4. ***President.*** The President shall serve as the chief executive officer for the Foundation, subject to the direction and supervision of the BOD. The President shall, when present, preside at meetings of the BOD and in general perform all duties and have all powers incidental to the office of the President, and shall perform such other duties and have such other powers as from time to time may be assigned. The President shall sign, with the Secretary, or any other proper officer of the Foundation authorized by the BOD, contracts, or other instruments that the BOD has authorized to be executed, unless the BOD has authorized otherwise. In the absence of a President, the Executive Vice President shall preside at all meetings of the BOD and when so acting shall have all the powers and be subject to all the restrictions upon the President. The role stated above will be in coordination and conjunction with the Foundation Director.
- Section 5. ***Executive Vice President:*** The Executive Vice President shall have charge and oversight of compliance with the Foundation's Bylaws and other documents. The Executive Vice President shall perform other duties and have such other powers as from time to time may be assigned by these Bylaws or by the BOD or by the President. At the request of the President or in the event of the absence of the President, the Executive Vice President, unless otherwise determined by the BOD, shall perform the duties of the President and preside at meetings of the BOD and when so acting shall have all the powers and be subject to all the restrictions upon the President. The role stated above will be in coordination and conjunction with the Foundation Director.
- Section 6. ***Vice President of Events and Marketing:*** The Vice President of Events and Marketing shall chair the Marketing and Events Committee and shall oversee: (a) the dissemination to the public of information concerning the activities, goals, growth, and programs of the Foundation through publishing in the local media, other publications, and the Foundation's website; (b) the coordination of volunteers; (c) any promotional event activities; and (d) the maintenance of the Foundation's data base. The Vice President of Events and Marketing shall perform such other duties and have other powers as from time to time may be assigned by these Bylaws or by the BOD or by the President. The role stated above will be in coordination and conjunction of the Foundation Director.
- Section 7. ***Vice President of Finance/Treasurer:*** The/Vice President of Finance/Treasurer shall chair the Finance Committee and shall: (a) have charge and custody of and be responsible for all funds and securities of the Foundation; receive and give receipts for moneys due and payable to the Foundation from any source whatsoever, and deposit all such moneys in the name of the Foundation in such depositories as shall be selected; and (b) in general perform all of the duties incident to the office of Treasurer such as tax compliance, annual reporting, audit oversight, and such other duties as from time to time may be assigned by the President or by the BOD by these Bylaws, or as required by the Act or other applicable law. The role stated above will be in coordination and conjunction with the Foundation Director.
- Section 8. ***Secretary:*** The secretary of the Foundation shall: (a) keep the minutes of the BOD; (b) be custodian (unless other arrangements have been made by the BOD) of the Foundation records; and (c) in general, perform all duties incident to the office of

Secretary and such other duties as from time to time may be assigned by the President or by the BOD. The role stated above will be in coordination and in conjunction with the Foundation Director.

Section 9. ***Executive Past President:*** The Executive Past President serves as an advisor to the BOD, as well as provides continuity to the work of the Foundation. The Executive Past President is a voting member of the BOD. The role stated above will be in coordination and in conjunction with the Foundation Director.

Section 10. ***Other Officers.*** The Foundation may have other officers and agents as may be deemed necessary by the BOD, who shall be appointed in such manner, have such duties, and hold such terms as may be determined by the BOD. The role stated above will be in coordination and in conjunction with the Foundation Director.

## ARTICLE V – COMMITTEES

Section 1. ***Standing and Ad Hoc Committees.***

***Standing Committees.*** The standing committees can include, but are not limited to Nominating Committee, the Programs Committee, Events and Marketing Committee, Scholarship Committee and Grants Committee. The programs, as determined by the BOD to fall under each appropriate committee. Examples of such programs shall include and are not limited to: Golf, Bash, Scholarship and Grants Committee.

***Chairs of Standing Committees.*** The Chair of the Executive Committee and Events and Marketing Committees shall be Directors.

***Members of Standing Committees.*** Members of the Executive and Nominating Committees must be Directors of the Foundation. Members of the Events and Marketing and Finance Committees need not be Directors except the Chairs as outlined above. The President may appoint the members of the Events and Marketing and Finance Committees. The Executive Committee shall consist of at least three (3) Directors who shall be appointed by the Executive Committee annually.

***Duties of Standing Committees.*** The Executive Committee shall be charged with the duties of managing the Foundation in the ordinary course of business, the general handling of the affairs of the Foundation, and the carrying out of the purposes of such other duties as may be imposed upon it or authorized by the BOD when not in session.

The Nominating Committee shall be charged with providing nominations to the BOD for elective offices and for vacancies in the BOD.

The Events and Marketing Committee shall be charged with guiding the promotion of the Foundation's image and activities, and the carrying out of other duties assigned by the President or the BOD.

Ad Hoc Committees. The BOD or President may also establish one or more Ad Hoc committees, appoint the Ad Hoc committee chairs and members, and determine the purpose and authority thereof. The Chair of each Ad Hoc Committee must be a Director of the Foundation. Other members of the Ad hoc Committees need not be Directors.

- Section 2. ***Terms and Meeting.*** Committee members shall serve one (1) year and may be re-appointed. A committee member may be removed with or without cause by the BOD. The President or Chair of the respective committee may call meetings of the committee. A majority of a whole committee, in person or by electronic means, shall constitute a quorum and the act of a majority of the members present, in person or by electronic means, at which a quorum is present shall be the act of the committee.

## ARTICLE VI – FIDUCIARY RESPONSIBILITY

- Section 1. ***Fiduciary Responsibility.*** It shall be the policy of this Foundation that the BOD shall assume and discharge fiduciary responsibility with respect to all funds other assets held or administered by this Foundation.
- Section 2 ***Contracts.*** The BOD may authorize any officer or officers, agent or agents of the Foundation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.
- Section 3. ***Loans.*** No loans shall be contracted on behalf of the Foundation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the BOD. Such authority may be general or confined to specific instances.
- Section 4. ***Checks and Drafts.*** All checks, drafts, or other orders for the payment of moneys issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the BOD. In the absence of such resolution, such instruments shall be signed by the Vice President of Finance or other designated signer of record.

- Section 5. ***Deposits.*** All funds of the Foundation shall be deposited to the credit of the Foundation in such depositories as the BOD may select.
- Section 6. ***Gifts.*** Gifts, devises and bequests may be made to the Foundation by naming or otherwise identifying the Foundation as the recipient. Any gift, donation, grant, or conveyance to the Foundation may be accepted by the BOD, unless such gift, grant, or conveyance is conditional upon expenditure of WISD funds in which case all such conditional gifts must first be approved by the WISD. The BOD may in its sole discretion reject any gift, donation, grant, or conveyance offered to be made to the Foundation. Each contributor by making a gift, devise or bequest to the Foundation accepts and agrees to all terms of its Articles of Corporation and these Bylaws. Gifts may be merged by the Foundation with any other gift(s) and used as a single fund, or if the BOD deems best, a gift(s) may be designated and retain its (their) identity in a separate fund(s).
- Section 7. ***Disbursements.*** Foundation funds and disbursements shall be for programs and projects that are aligned with the mission, strategic plan, and educational philosophy of the Foundation and WISD. It shall be the policy of this Foundation to make annual disbursements which may include, but are not limited to, campus disbursements, teacher grants, reservation of funds into an endowment for Foundation purposes, administrative expenses, and capital costs. Decisions regarding disbursement of funds shall be made in a non-discriminatory manner without unlawful consideration of the age, sex, color, religious affiliation, disability or national origin of the individuals or programs to be benefited thereby.
- Section 8 ***No Self-Dealing.*** It shall be the policy of this Foundation not to engage in any act which would constitute “self-dealing” as defined in Section 4941(d) of the Internal Revenue Code of 1986, as not enacted or as hereafter amended.

## ARTICLE VII – GENERAL PROVISIONS

- Section 1. ***Indemnification and Insurance.***

### **Right to Indemnification.**

Each Director who was or is made a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitative or investigative (a “Proceeding”), or any appeal of a Proceeding, or any inquiry or investigation that could lead to a proceeding, by reason of the fact that he or she or a person of whom he or she is the legal representative, is or was a Director of the Foundation, or while a Director of the Foundation is or was serving at the request of the Foundation as a director, officer, partner, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, limited liability company, sole proprietorship, trust employee benefit plan or other enterprise, may be indemnified

by the Foundation to the fullest extent authorized by law, as the same exists or may hereafter be amended (but, in the case of any such amendment, permits the Foundation to provide broader indemnification rights than said law permitted the Foundation to provide prior to such amendment) against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including, without limitation, attorneys' fees) actually incurred by such person in connection with a Proceeding, but if the Proceeding was brought by or on behalf of the Foundation, the indemnification is limited to reasonable expenses actually incurred or suffered by such person in connection therewith. A Director is entitled to indemnification described herein so long as the Director: conducted himself in good faith; reasonably believed that his conduct was in the Foundation's best interests and not opposed to the Foundation's best interests; and had no reasonable cause to believe that his conduct was unlawful. Indemnification under these Bylaws shall continue as to a person who has ceased to serve in the capacity that initially entitled such person to indemnity hereunder. In no case, however, shall the Foundation indemnify any person, or the legal representatives of any person, with respect to any matters as to which such person shall be finally adjudged in any Proceeding to be liable on the basis that personal benefit resulted from an action taken in such person's official capacity, or in which such person is found liable to the Foundation. Any person entitled to indemnification pursuant to this Article is sometimes referred to herein as an "Indemnified Person".

**Advance Payment.**

An Indemnified Person's right to indemnification conferred in this Article shall include the right to be paid or reimbursed by the Foundation for the reasonable expenses incurred by an indemnified Person who was, is or is threatened to be made a named defendant or respondent in a Proceeding in advance of the final disposition of the Proceeding; provided, however, that the payment of such expenses incurred by an Indemnified Person in advance of the final disposition of a Proceeding shall be made only upon delivery to the Foundation of a written affirmation by such Indemnified Person of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under applicable law and this Article and a written undertaking by or on behalf of such Indemnified Person to repay all amounts so advanced if it shall ultimately be determined that such Indemnified Person is not entitled to be indemnified under this Article or otherwise.

**Appearance as a Witness.**

Notwithstanding any other provision of this Article, the Foundation may pay or reimburse expenses incurred by an Indemnified Person in connection with his or her appearance as a witness or other participation in a Proceeding at a time when he or she is not a named defendant or respondent in the Proceeding.

**Non-exclusivity of Rights.**

The right to indemnification and the advancement and payment of expenses conferred in this Article shall not be exclusive of any other right, which an Indemnified Person may have or hereafter acquire under any law, agreement or vote of disinterested Directors.



**Insurance.**

In addition to the foregoing, the BOD shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as director, officer, employee or agent of another Foundation, partnership, joint venture, trust or other enterprise against any liability asserted against the Director, officer, employee or agent, and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Foundation would have the power to indemnify him or her against such liability.

- Section 2. **Fiscal Year.** The fiscal year of the Foundation shall begin on the first day of August and end on the last day in July of the following year.
- Section 3. **Books and Records.** The Foundation shall keep correct and complete books and Record proceedings of the BOD, which shall include minutes, financial statements, Foundation documents and other items as deemed necessary in officiating the business of the Foundation. The books, records and papers of the Foundation shall be at all times, during reasonable business hours, subject to inspection by any Director. The Articles of Incorporation and the Bylaws of the Foundation, as amended, shall be available for inspection at the principal office of the Foundation. The principal office of the Foundation may change from time to time, and the address of the principal office shall be provided to the BOD at least annually or when changed.
- Section 4. **Audit and Annual Report.** The records and books of account of this Foundation may be audited in such a manner as may be deemed necessary or appropriate by The BOD. No later than six (6) months after the close of each fiscal year of this Foundation, the BOD shall prepare an annual accounting of the Foundation's financial statements for its immediately preceding fiscal year. The Foundation's Vice President of Finance shall be responsible for preparing and timely filing all necessary accounting reports required by the Internal Revenue Service to obtain and maintain the Foundation's tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.
- Section 5. **Dissolution.** In the event that the Foundation is dissolved, the BOD shall, after paying or making provisions for the payment of all liabilities of the Foundation, transfer the assets of the Foundation to the WISD.
- Section 6. **Conflict of Interest.** The Foundation's affirmative policy shall be to require that all actual or potential conflicts be discussed promptly and disclosed fully to the BOD and all other necessary parties. Any Director having a conflict on any matter shall neither participate in the deliberation nor vote on any such matter. The BOD may from time to time, establish such rules and regulations in furtherance of this policy, as deemed appropriate.
- Section 7. **Governing Law.** The Bylaws of the Foundation shall be governed by and construed in accordance with the laws of the State of Texas.

Section 8. **Amendments.** Except as otherwise provided herein, these Bylaws or the Foundation’s Articles of Incorporation may be amended or repealed and new Bylaws (or amended Articles of Incorporation) may be adopted by the affirmative vote of two-thirds of the Directors then holding office at any regular or special meeting of the BOD at which a quorum is present, provided that at least ten (10) days written notice is given of intention to alter, amend, repeal or adopt new Bylaws (or Articles of Incorporation) at such meeting. The written notice shall include the substance of the proposed change(s).

The undersigned certified that she is the Secretary of the Willis ISD Education Foundation and that the foregoing Bylaws of the Foundation were duly adopted, at the duly called meeting of the Foundation held on \_\_\_\_\_, 2023.

Date: \_\_\_\_\_

Attest: \_\_\_\_\_

Printed: \_\_\_\_\_